

HEARING DATE AND TIME: [November 30], 2009 at __: __ .m. (prevailing Eastern time)

OBJECTION DEADLINE: [November 23], 2009 at 4:00 p.m. (prevailing Eastern time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
LYONDELL CHEMICAL COMPANY, <u>et al.</u>,	:	Case No. 09-10023 (REG)
	:	
Debtors.	:	Jointly Administered
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**NOTICE OF CONFIRMATION HEARING AND OBJECTION DEADLINE WITH
RESPECT TO THE DEBTORS' PLAN OF REORGANIZATION**

**TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST,
PLEASE TAKE NOTICE THAT:**

1. Approval of Disclosure Statement. On October [14], 2009, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Disclosure Statement Order") approving the Debtors' Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement"), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), and directed the

Debtors to solicit votes with regard to the acceptance or rejection of the Debtors' *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, dated September 11, 2009 (as may be amended, the "Plan").

2. Confirmation Hearing. A hearing (the "Confirmation Hearing") to consider confirmation of the Plan will be held on [November 30, 2009] at [__:__ .m.] New York Time, before the Honorable Judge Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. Record Date and Voting Deadline. If you hold a claim against one of the Debtors as of October [14], 2009 (the "Record Date"), and are entitled to vote to accept or reject the Plan, you have received a ballot form (the "Ballot") and voting instructions appropriate for your claim(s). For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute and return the completed Ballot to the address indicated on the Ballot by 4:00 p.m. prevailing Eastern time on November [23], 2009 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Rights Offering Expiration Date. If you are an Eligible Holder of claims in Class 4 or Class 5 of the Plan (or otherwise treated as such) as of the Record Date, you have received a subscription form (the "Subscription Form") for participating in the Rights Offering, as described in the Plan. To exercise your subscription rights, you must (A) (i) return a duly completed Subscription Form to the Subscription Agent (as defined in the Plan) so that such form is actually received by the Subscription Agent on or before the Rights Offering Expiration Date and (ii) pay or arrange for payment to the Subscription Agent on or before the Rights Offering Expiration Date, or by DTC to the Subscription Agent, such holder's purchase price (the "Subscription Purchase Price") in accordance with the wire instructions set forth on the Subscription Form or by certified bank or cashier's check delivered to the Subscription Agent along with the Subscription Form; or (B) in the case of securities held through DTC, send the subscription form to the relevant bank or brokerage firm (or follow such firm's directions with respect to submitting subscription instructions to the firm) with enough time for the bank or brokerage firm to effect the subscription through DTC; or (C) in the case of securities held through Euroclear or Clearstream, follow the established procedures; in each case all on or before the Rights Offering Expiration Date. **If the Subscription Agent for any reason does not receive from an Eligible Holder (or DTC) both a duly completed Subscription Form or equivalent instructions from DTC on or prior to the Rights Offering Expiration Date and immediately available funds in an amount equal to such holder's Subscription Purchase Price on or prior to the Rights Offering Expiration Date, or payment by DTC, such holder shall be deemed to have relinquished and waived its right to participate in the Rights Offering.** Additional information regarding the Rights Offering and additional instructions for submitting your Subscription Form and participating in the Rights Offering are set forth in the Subscription Form, the Notice of Rights Offering, the Plan and the Disclosure Statement.

5. Parties in Interest Not Entitled to Vote. Holders of claims who are not impaired under the Plan are not entitled to vote on the Plan and will receive a Notice of Non-Voting Status rather than a Ballot. Holders of claims or interests who are not receiving any distribution under the Plan are also not entitled to vote on the Plan and will receive a Notice of Non-Voting Status rather than a Ballot. If you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before November [18], 2009 at 4:00 p.m. prevailing Eastern Time. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing, which hearing may be held contemporaneously with the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

6. Objections to the Plan. Any objections to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. (prevailing Eastern time), on the date that is five (5) business days prior to the Confirmation Hearing, by: (a) the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408; (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (d) Davis, Polk & Wardwell, attorneys for the agents for the Debtors' postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich, Esq.); (e) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (f) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (g) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.).

7. Inquiries. Any party in interest wishing to obtain (i) information about the solicitation procedures; or (ii) copies of the Disclosure Statement or Plan, should telephone the Debtors' balloting agent, Epiq Financial Balloting Group LLC, at [(xxx) xxx-xxxx]. Parties may also view such documents by accessing the Bankruptcy Court's Electronic Case Filing System, which can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court, or the Debtors' restructuring website at www.epiqbankruptcysolutions.com.

8. Injunction. The Plan contains an injunction that prevents, among other things, any holder of a Senior Facility Agreement Claim, Bridge Claim or 2015 Notes Claims (as

such terms are defined in the Plan) from asserting against certain of the Debtors or their affiliates, their successors or their assets or properties any other or future Senior Facility Agreement Claim, Bridge Loan Claim or 2015 Notes Claim based upon any document, Instrument, act or omission, transaction or other activity of any kind or nature that occurs before the entry of the order confirming the Plan.

Dated: New York, New York
_____, 2009

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